

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
:  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:  
Debtors. : Jointly Administered  
- - - - - x

**ORDER APPROVING PROCEDURES AUTHORIZING DESTRUCTION OF  
OBSOLETE BUSINESS RECORDS**

Upon the Debtors' Motion for Order Approving  
Procedures Authorizing Destruction of Business Records

(the "Motion");<sup>1</sup> and the Court having reviewed the Motion;  
and the Court having determined that the relief  
requested in the Motion is in the best interests of the  
Debtors, their estates, their creditors, and other  
parties in interest; and it appearing that proper and  
adequate notice of the Motion has been given and that no  
other or further notice is necessary; and upon the  
record herein; and after due deliberation thereon; and  
good and sufficient cause appearing therefor, it is  
hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is granted;
2. Pursuant to Bankruptcy Code section 554  
and Bankruptcy Rule 6007, the Debtors are authorized to  
destroy the Obsolete Records in accordance with the  
procedures set forth below:

(a) The Debtors are authorized to abandon  
and destroy the Obsolete Records; provided however, that  
the Debtors shall file with the Court and provide  
advance written notice ("Notice"), by facsimile or  
electronic mail, of the abandonment or destruction of  
the Obsolete Records to (i) counsel for the Creditors'  
Committee, (ii) if applicable, the landlord for the

---

<sup>1</sup> Capitalized terms not defined herein shall have the meanings  
ascribed to them in the Motion.

premises where the Obsolete Records are located, and  
(iii) the Office of the United States Trustee  
(collectively, the "Notice Parties").

(b) The Notice shall identify the Obsolete Records to be abandoned and destroyed, including (i) whether the Obsolete Records are hardcopy or electronic records, and (ii) a general description of the Obsolete Records and their prior generation, accumulation and maintenance by the Debtors.

(c) The Notice Parties shall have five (5) business days (the "Notice Period") after the date the Notice is sent to object to the abandonment or destruction of the Obsolete Records.

(d) If no written objection is filed with the Court and received by counsel to the Debtors prior to the expiration of the applicable Notice Period, the Debtors shall be authorized to abandon or destroy the Obsolete Records without further order of the Court.

(e) If a Notice Party objects to the proposed abandonment or destruction of the Obsolete Records and such objection cannot be consensually resolved, the Debtors will not take any further steps to abandon or destroy the Obsolete Records without first obtaining the Court's approval, which approval may be obtained on an expedited basis, including through telephonic means, with advance notice to the objecting Notice Party.

3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia

\_\_\_\_\_, 2009

---

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

- and -

/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel to the Debtors and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I  
hereby certify that the foregoing proposed order has  
been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley